EXHIBIT D

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17
                    UNITED STATES DISTRICT COURT
18   NORTHERN DISTRICT OF CALIFORNIA
                        SAN FRANCISCO DIVISION
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20 ORACLE CORPORATION, a Delaware   Case No. 07-CV-1658 (PJH)
    corporation, ORACLE USA, INC., a Colorado
21 corporation, and ORACLE INTERNATIONAL   **DECLARATION OF JASON RICE IN**
    CORPORATION, a California corporation,   **SUPPORT OF ORACLE'S**
22   **OPPOSITION TO DEFENDANTS'**
                    Plaintiffs,   **POST-SUBMISSION BRIEF ON**
23   v.   **ITEM II(D) OF DEFENDANTS'**
                                             MOTION TO COMPEL NO. 2
24 SAP AG, a German corporation, SAP
    AMERICA, INC., a Delaware corporation,
25 TOMORROWNOW, INC., a Texas corporation, Place: JAMS
    and DOES 1-50, inclusive,   Judge: Honorable Charles A. Legge
26
                    Defendants.
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                                                    Case No. 07-CV-1658 (PJH)

                          DECLARATION OF JASON RICE

1   I, Jason Rice, declare as follows:

2   1.   I am a Senior Software Engineer for Plaintiff Oracle USA ("Oracle"). I

3   have personal knowledge of the facts set forth in this declaration and would competently testify

4   to them if called upon to do so.

5   2.   I have personal knowledge regarding the development and maintenance of

6   Oracle's customer support website, called Customer Connection, the J.D. Edwards Change

7   Assistant software program user-interface, and the databases associated with those two programs.

8   3.   Both Customer Connection and Change Assistant are developed as tools to

9   allow a licensed customer on current support to search for and retrieve Software and Support

10   Materials (as that term is defined in Oracle's complaint) related to that customer's licensed

11   software applications.

12   4.   Customer Connection is an internet-based user interface that a customer

13   accesses through the internet, with a valid log in credential, to perform searches for Software and

14   Support Materials from the Oracle databases that contain the Software and Support Materials.

15   5.   Change Assistant is a client-based user interface written in java

16   programming language, which means that the customer downloads the Change Assistant program

17   to a local computer and runs it from there, instead of accessing it through an internet browser.

18   Once a customer is authenticated through the log in (similar to Customer Connection), the

19   customer can use Change Assistant as a user interface to help retrieve Software and Support

20   Materials from Oracle's databases. However, Change Assistant is only a user interface that assists

21   a search. It has no search functionality itself.
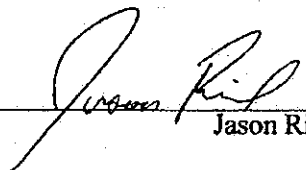
22   6.   Change Assistant assists the customer in performing searches for specified

23   Software and Support Materials according to a set of requested criteria, such as those relating to a

24   specific Oracle software application or a particular "system code." Customers do not access the

25   source code for any purpose in performing these searches. Change Assistant transmits the

26   customer's search request to Oracle's database and returns the results. It does not perform any

27   search actions itself, and therefore the Change Assistant source code does not embody any search

28   functionality. In performing these searches and returning results, Change Assistant does not

                                           1   Case No. 07-CV-1658 (PJH)

                                    DECLARATION OF JASON RICE

1   "map," and is not programmed to "map," the Software and Support Materials it returns as search

2   results to a customer's license. Change Assistant merely communicates whatever search is

3   requested and returns the results responsive to that search.

4   7.   As a result, Change Assistant's source code will not provide any

5   information as to which specific downloads were improper, or allow Defendants to "map" their

6   downloaded files to customer contracts. If Defendants want to see how Change Assistant works,

7   they can observe its function by using a compiled version of it that Oracle will provide in the

8   same form that customers download it for use as part of their paid support, or by using the live

9   version that Oracle has made available to Defendants.

10   8.   The Change Assistant program is one of Oracle's valuable tools that it

11   provides to its paying customers. The source code is restricted to a small number of application

12   developers within Oracle. Oracle has spent years developing Change Assistant in its current form.

13   Oracle would suffer competitive harm if any competitor was ever able to access the source code

14   for Change Assistant, as it would potentially allow that competitor, among other things, to bypass

15   a significant amount of development time. For example, disclosure of the source code could

16   enable a third party to build unapproved tools to access our support systems in unauthorized,

17   harmful ways.

18   I declare under penalty of perjury that the foregoing is true and correct and that

19   this declaration was executed on March 14, 2008 at Denver, Colorado.

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21   _____
                          Jason Rice
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DECLARATION OF JASON RICE